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Counsel to the Liquidating Trustee

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

-----	x
In re:	: Chapter 11
	:
CIRCUIT CITY STORES, INC., <u>et al.</u> ,	: Case No. 08-35653 (KRH)
	:
Debtors.	:
-----	: Jointly Administered
	x

**FIFTH ORDER REGARDING LIQUIDATING TRUST'S FORTY-SECOND
OMNIBUS OBJECTION TO LANDLORD CLAIMS
(REDUCTION OF CERTAIN INVALID CLAIMS-MITIGATION)**

THIS MATTER having come before the Court¹ on the Liquidating Trust's Forty-Second Omnibus Objection to Landlord Claims (Reduction of Certain Invalid Claims-Mitigation), (the "Objection"), which requested, among other things, that the claims specifically identified on Exhibit B attached to the Objection be reduced or disallowed for those reasons set forth in the Objection; and it appearing that due and proper notice and service of the Objection as set forth therein was good and sufficient and that no other further notice or service of the Objection need be given; and it further appearing that no response was timely filed or properly served by the Claimants being affected by this Order; and it appearing that the relief requested on the Objection is in the best interest of the Liquidating Trust, the Debtors' estates and creditors and other parties-in-interest; and after due deliberation thereon good and sufficient cause exists for the granting of the relief as set forth herein,

IT IS HEREBY ORDERED ADJUDGED AND DECREED THAT:

1. The Court will conduct a status conference on June 6, 2013 at 2:00 p.m. for all Claims identified on Exhibit A attached hereto.
2. The Liquidating Trust's rights to object to any claim including (without limitation) the Claims subject to the Objection, on any grounds that applicable law permits, are not waived and are expressly reserved.
3. The Liquidating Trust shall serve a copy of this Order on the claimants included on the exhibits to this Order on or before five (5) business days from the entry of this Order.

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Objection.

4. This Court shall retain jurisdiction to hear and determine all matters arising from or relating to this Order.

Dated: Richmond, Virginia
_____, 2013

HONORABLE KEVIN R. HUENNEKENS
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

TAVENNER & BERAN, PLC

/s/ Lynn L. Tavenner
Lynn L. Tavenner (VA Bar No. 30083)
Paula S. Beran (VA Bar No. 34679)
20 North Eighth Street, 2nd Floor
Richmond, Virginia 23219
(804) 783-8300

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New York, New York 10017
(212) 561-7700

*Counsel to the Circuit City Stores, Inc.
Liquidating Trust*

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Lynn L. Tavenner
Lynn L. Tavenner

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LIQUIDATING TRUST'S FORTY-SECOND OMNIBUS OBJECTION – EXHIBIT A
OBJECTIONS ADJOURNED TO JUNE 6, 2013

Claim Number	Name Address
13445	700 Jefferson Road II LLC Attn James S Carr Robert L LeHane Kelley Drye & Warren LLP 101 Park Ave New York, NY 10178
12465	Benderson Properties Inc and Donald E Robinson Attn James S Carr Robert L LeHane Kelley Drye & Warren LLP 101 Park Ave New York, NY 10178
12089	Berkshire Management Corp Agent for Berkshire Amherst LLC ta Amherst Crossing Amherst NH c/o David L Pollack Ballard Spahr Andrews & Ingersoll LLP 1735 Market St 51 st Fl Philadelphia, PA 19103-7599
13462	DDR MDT Fairfax Town Center LLC Attn James S Carr Esq Robert L LeHane Esq Kelley Drye & Warren LLP 101 Park Ave New York, NY 10178
12840	DDR Norte LLC Attn James S Carr Esq Robert L LeHane Esq Kelley Drye & Warren LLP 101 Park Ave New York, NY 10178
11782	Shoppes At River Crossing LLC c/o Stephen Warsh General Growth Properties Inc 110 N Wacker Dr BSC 126 Chicago, IL 60606

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LIQUIDATING TRUST'S FORTY-SECOND OMNIBUS OBJECTION – EXHIBIT A

OBJECTIONS ADJOURNED TO JUNE 6, 2013

Claim Number	Name Address
12770	Shoppes of Beavercreek Ltd Attn Kimberly A Pierro Esq Kutak Rock LLP 1111 E Main St Ste 800 Richmond, VA 23219
12193	SOUTHAVEN TOWNE CENTER II LLC C O SCOTT M SHAW ESQ HUSCH BLACKWELL SANDERS LLP 2030 HAMILTON PL BLVD STE 150 CHATTANOOGA, TN 37421
5559	Southwinds Ltd Aaron Gafni Esq Greenberg Glusker Fields Claman & Macht 1900 Avenue of the Stars Ste 2100 Los Angeles, CA 90067
12855	Starpoint Properties LLC c o LNR Partners LLC 2005 C1 Shoopes of Plantation Acres LLC 1601 Washington Ave Ste 700 Miami Beach, FL 33139
2901	Station Landing LLC John C La Liberte Esq Sherin and Loden LLP 101 Federal St Boston, MA 02110
12684	SVSC II LP c o Midland Loan Services Inc a Delaware Corporation Midland Loan Services Inc c o JP Morgan Chase Lockbox 974754 PNC Bank Lockbox 14800 Frye Rd TX1 0006 Fort Worth, TX 76155

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OBJECTIONS ADJOURNED TO JUNE 6, 2013

Claim Number	Name Address
12656	Tanurb Burnsville LP c/o Tanurb Developments Inc 56 Temperance St 7 th Fl Toronto, Ontario M5H 3V5
8939	TEAM RETAIL WESTBANK LTD ATTN WORTH R WILLIAMS 9362 HOLLOW WAY RD DALLAS, TX 75220
11000	The City Portfolio LLC, et al. Red Mountain as Successor in Interest to T c/o Contrarian Capital Management, L.L.C. 411 West Putnam Ave Ste 425 Greenwich, CT 06830
1897	The Hutzensky Group LLC agent for HRI Lutherville Station LLC ta Lutherville Station Lutherville MD c/o David L Pollack Ballard Spahr Andrews & Ingersoll LLP 1735 Market St 51 st Fl Philadelphia, PA 19103
12071	The Irvine Company Fashion Island Shopping Center c/o Liquidity Solutions Inc One University Plz Ste 312 Hackensack, NJ 07601
12070	The Irvine Company The Market Place c/o Liquidity Solutions Inc One University Plz Ste 312 Hackensack, NJ 07601

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LIQUIDATING TRUST'S FORTY-SECOND OMNIBUS OBJECTION – EXHIBIT A

OBJECTIONS ADJOURNED TO JUNE 6, 2013

Claim Number	Name Address
7024	The Marvin L Oates Trust c/o Trainor Fairbrook Attn Nancy Hotchkiss 980 Fulton Ave Sacramento, CA 95825
12472	The Randall Benderson 1993 1 Trust and WR 1 Associates LTD Attn James S Carr Esq Robert L LeHane Kelley Dyre & Warren LLP 101 Park Ave New York, NY 10178
14476	The Village at Rivergate Limited Partnership c/o Scott M Shaw Esq Husch Blackwell Sanders LLP 2030 Hamilton Pl Blvd Ste 150 Chattanooga, TN 37421
9028	THE WEST CAMPUS SQUARE CO LLC C/O DOLMAR INC 433 N CAMDEN DR STE 500 BEVERLY HILLS, CA 90210
7526	The West Campus Square Company LLC J Bennett Friedman Esq Friedman Law Group 1900 Avenue of the Stars Ste 1800 Los Angeles, CA 90067-4409
8932	TI PT Texas LLC Dudley Mitcell Properties TX LLC Shelby Properties TX LLC and Pintar Investment Properties TX LLC c/o William A Trey Wood III Bracewell & Giuliani LLP 711 Louisiana St Ste 2300 Houston, TX 77002

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LIQUIDATING TRUST'S FORTY-SECOND OMNIBUS OBJECTION – EXHIBIT A
OBJECTIONS ADJOURNED TO JUNE 6, 2013

Claim Number	Name Address
12808	Torrington Triplets LLC Attn Gerald Morganstern Hofheimer Gartlir & Gross LLP 530 5 th Ave 9 th Fl New York, NY 10036-5115
12699	TOWSON VF LLC ATTN MEI CHENG C O VORNADO REALTY TRUST 210 RTE 4 E PARAMUS, NJ 07652
9643	Tutwiler Properties Ltd c o Heather A Lee Burr & Forman LLP 420 N 20 th St Ste 3400 Birmingham, AL 35203
9537	Tysons Corner Holdings LLC Macerich Tysons Corner Superstore Thomas J Leansse Esq c o Katten Muchin Rosenman LLP 2029 Century Pk E 26 th Fl Los Angeles, CA 310-788-4400
8107	UBS Realty Investors LLC Agent for Happy Valley Town Center Phoenix AZ c o David L Pollack Ballard Spahr Andrews & Ingersoll LLP 1735 Market St 51 st Fl Philadelphia, PA 19103
1898	UBS Realty Investors LLC agent for Wayside Commons Investors LLC ta Wayside Commons Burlington MA c o David L Pollack Ballard Spahr Andrews & Ingersoll LLP 1735 Market St 51 st Fl

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LIQUIDATING TRUST'S FORTY-SECOND OMNIBUS OBJECTION – EXHIBIT A
OBJECTIONS ADJOURNED TO JUNE 6, 2013

Claim Number	Name Address
	Philadelphia, PA 19103
12115	United States Debt Recovery V LP 940 Southwood Bl Ste 101 Incline Village, NV 89451
5809	United States Debt Recovery V LP 940 Southwood Bl Ste 101 Incline Village, NV 89451
12735	United States Debt Recovery V LP 940 Southwood Bl Ste 101 Incline Village, NV 89451
14519	United States Debt Recovery V LP 940 Southwood Bl Ste 101 Incline Village, NV 89451
12819	United States Debt Recovery V LP 940 Southwood Bl Ste 101 Incline Village, NV 89451
12588	United States Debt Recovery V LP 940 Southwood Bl Ste 101 Incline Village, NV 89451

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LIQUIDATING TRUST'S FORTY-SECOND OMNIBUS OBJECTION – EXHIBIT A

OBJECTIONS ADJOURNED TO JUNE 6, 2013

Claim Number	Name Address
12589	United States Debt Recovery V LP 940 Southwood Bl Ste 101 Incline Village, NV 89451
8614	United States Debt Recovery V LP 940 Southwood Bl Ste 101 Incline Village, NV 89451
14520	United States Debt Recovery V LP 940 Southwood Bl Ste 101 Incline Village, NV 89451
15116	United States Debt Recovery V LP Assignee of CC Properties LLC United States Debt Recovery V LP 940 Southwood Blvd Ste 101 Incline Village, NV 89451
15115	United States Debt Recovery V LP Assignee of CC Properties LLC United States Debt Recovery V LP 940 Southwood Blvd Ste 101 Incline Village, NV 89451
15117	United States Debt Recovery V LP Assignee of CC Properties LLC United States Debt Recovery V LP 940 Southwood Blvd Ste 101 Incline Village, NV 89451

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LIQUIDATING TRUST'S FORTY-SECOND OMNIBUS OBJECTION – EXHIBIT A
OBJECTIONS ADJOURNED TO JUNE 6, 2013

Claim Number	Name Address
15113	United States Debt Recovery V LP Assignee of CC Properties LLC United States Debt Recovery V LP 940 Southwood Blvd Ste 101 Incline Village, NV 89451
15112	United States Debt Recovery V LP Assignee of CC Properties LLC United States Debt Recovery V LP 940 Southwood Blvd Ste 101 Incline Village, NV 89451
15110	United States Debt Recovery V LP Assignee of CC Properties LLC United States Debt Recovery V LP 940 Southwood Blvd Ste 101 Incline Village, NV 89451
15118	United States Debt Recovery V LP Assignee of Enid Two LLC United States Debt Recovery V LP 940 Southwood Blvd Ste 101 Incline Village, NV 89451
15109	United States Debt Recovery V LP Assignee of Faber Brothers Inc United States Debt Recovery V LP 940 Southwood Blvd Ste 101 Incline Village, NV 89451
15111	United States Debt Recovery V LP Assignee of FRO LLC IX United States Debt Recovery V LP 940 Southwood Blvd Ste 101 Incline Village, NV 89451

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LIQUIDATING TRUST'S FORTY-SECOND OMNIBUS OBJECTION – EXHIBIT A
OBJECTIONS ADJOURNED TO JUNE 6, 2013

Claim Number	Name Address
15099	United States Debt Recovery V LP Assignee of Johnstown Shopping Center LLC United States Debt Recovery V LP 940 Southwood Blvd Ste 101 Incline Village, NV 89451
12992	Uniwest Management Services Inc Owner or Agent for Battlefield FE Limited Partners t a Fort Evans Plaza II Leesburg c/o David L Pollack Ballard Spahr Andrews & Ingersoll LLP 1735 Market St 51 st Fl Philadelphia, PA 19103
14798	US Bank National Association as Purchaser of Assets of Park National Bank Attn Richard C Maxwell Esq c/o Woods Rogers PLC 10 S Jefferson St Ste 1400 Roanoke, VA 24011
14796	US Bank National Association as Purchaser of Assets of Park National Bank Attn Richard C Maxwell Esq c/o Woods Rogers PLC 10 S Jefferson St Ste 1400 Roanoke, VA 24011
14802	US Bank National Association as Purchaser of Assets of Park National Bank Attn Richard C Maxwell Esq c/o Woods Rogers PLC 10 S Jefferson St Ste 1400 Roanoke, VA 24011

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OBJECTIONS ADJOURNED TO JUNE 6, 2013

Claim Number	Name Address
14793	US Bank National Association as Purchaser of Assets of Park National Bank Attn Richard C Maxwell Esq c o Woods Rogers PLC 10 S Jefferson St Ste 1400 Roanoke, VA 24011
14797	US Bank National Association as Purchaser of Assets of Park National Bank Attn Richard C Maxwell Esq c o Woods Rogers PLC 10 S Jefferson St Ste 1400 Roanoke, VA 24011
14794	US Bank National Association as Purchaser of Assets of Park National Bank Attn Richard C Maxwell Esq c o Woods Rogers PLC 10 S Jefferson St Ste 1400 Roanoke, VA 24011
9633	UTC I LLC Amy Pritchard Williams Esq K&L Gates LLP Hearst Tower 47 th Fl 214 N Tryon St Charlotte, NC 28202
9746	Ventura in Manhattan Inc Attn Pamela Griffin Esq 3424 Peachtree Rd NE 9 th Fl Atlanta, GA 30326
8227	Vestar OCM LLC c o William Novotny Mariscal Weeks McIntyre & Friedlander PA 2901 N Central Ave Ste 200 Phoenix, AZ 85012

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LIQUIDATING TRUST'S FORTY-SECOND OMNIBUS OBJECTION – EXHIBIT A
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Claim Number	Name Address
9953	Victoria Estates LTD Magpond LLC Magpond A LLC and Magpond B LLC Attn James S Carr Esq Robert L LeHane Esq Kelley Drye & Warren 101 Park Ave New York, NY 10178
12705	VNO MUNDY STREET LLC ATTN MEI CHENG C O VORNADO REALTY TRUST 210 RTE 4 E PARMUS, NJ 07652
12629	VNO TRU DALE MABRY LLC C/O VORNADO REALTY TRUST 210 ROUTE 4 EAST PARAMUS, NJ 07652
8496	VORNADO GUN HILL ROAD LLC ATTN MEI CHENG C O VORNADO REALTY TRUST 210 RTE 4 E PARAMUS, NJ 07652
8489	Vornado North Bergen Tonnelle Plaza LLC Attn Mei Cheng c o Vornado Realty Trust 210 Rte 4 E Paramus, NJ 07652
12665	Walton Hanover Investors V LLC Attn James S Carr Esq Robert L LeHane Esq Kelley Drye & Warren LLP 101 Park Ave New York, NY 10178

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LIQUIDATING TRUST'S FORTY-SECOND OMNIBUS OBJECTION – EXHIBIT A
OBJECTIONS ADJOURNED TO JUNE 6, 2013

Claim Number	Name Address
12703	Wayne VF LLC Attn Mei Cheng c/o Vornado Realty Trust 210 Rte 4 E Paramus, NJ 07652-0910
13480	WCC Properties LLC ADI Properties 1660 Union St Ste 400 San Diego, CA 92101
15261	WCC Properties, LLC Douglas A. Scott, PLC 1805 Monument Avenue, Suite 311 Richmond, VA 23220
12911	WEC 96 D Appleton 2 Investment Trust Attn Jason Blumberg Esq Loeb & Loeb LLP 345 Park Ave New York, NY 10154
9647	WEC 96D Niles Investment Trust Neil D Goldman Esq Young Goldman & Van Beek PC 510 King St Ste 416 Alexandria, VA 22314
12572	WEC 96D Springfield 1 Investment Trust Attn Jason Blumberg Esq Loeb & Loeb LLP 345 Park Ave New York, NY 10154

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LIQUIDATING TRUST'S FORTY-SECOND OMNIBUS OBJECTION – EXHIBIT A

OBJECTIONS ADJOURNED TO JUNE 6, 2013

Claim Number	Name Address
12685	WEC 99A 1 LLC c/o Midland Loan Services Inc a Delaware Corporation Midland Loan Services Inc c/o JP Morgan Chase Lockbox 974754 PNC Bank Lockbox 14800 Frye Rd TX1 0006 Fort Worth, TX 76155
12851	WEC 99A 3 LLC c/o Midland Loan Services Inc a Delaware Corporation Midland Loan Services Inc c/o JP Morgan Chase Lockbox 974754 PNC Bank Lockbox 14800 Frye Rd TX1 0006 Fort Worth, TX 76155
11158	Weingarten Miller Sheridan LLC Attn Jenny J Hyun Esq c/o Weingarten Realty Investors 2600 Citadel Plaza Dr Ste 125 Houston, TX 77008
12635	Weingarten Nostat Inc Attn Jenny J Hyun Esq c/o Weingarten Realty Investors 2600 Citadel Plz Dr Ste 125 Houston, TX 77008
12632	Weingarten Nostat Inc Attn Jenny J Hyun Esq c/o Weingarten Realty Investors 2600 Citadel Plz Dr Ste 125 Houston, TX 77008

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LIQUIDATING TRUST'S FORTY-SECOND OMNIBUS OBJECTION – EXHIBIT A

OBJECTIONS ADJOURNED TO JUNE 6, 2013

Claim Number	Name Address
9452	Well Fargo Bank NA successor by merger to Wells Fargo Bank Minnesota NA formerly known as Norwest Bank Peyton Inge c/o Capmark Finance Inc 700 N Pearl St Ste 2200 Dallas, TX 75201
2310	Wells Fargo Bank NA c/o Mindy A Mora Esq Bilzin Sumberg Baena Price & Axelrod LLP 200 S Biscayne Blvd Ste 2500 Miami, FL 33131
9438	Wells Fargo Bank NA successor by merger to Wells Fargo Bank Minnesota NA fka Norwest Bank Minnesota NA as Peyton Inge c/o Capmark Finance Inc 700 N Pearl St Ste 2200 Dallas, TX 75201
9441	Wells Fargo Bank NA successor by merger to Wells Fargo Bank Minnesota NA fka Norwest Bank Minnesota NA as Peyton Inge c/o Capmark Finance Inc 700 N Pearl St Ste 2200 Dallas, TX 75201
9444	Wells Fargo Bank NA successor by merger to Wells Fargo Bank Minnesota NA fka Norwest Bank Minnesota NA as Peyton Inge c/o Capmark Finance Inc 700 N Pearl St Ste 2200 Dallas, TX 75201

In re Circuit City Stores, et. al., Case No. 08-35653 (KRH)

LIQUIDATING TRUST'S FORTY-SECOND OMNIBUS OBJECTION – EXHIBIT A
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Claim Number	Name Address
9450	Wells Fargo Bank NA successor by merger to Wells Fargo Bank Minnesota NA fka Norwest Bank Minnesota NA as Peyton Inge c/o Capmark Finance Inc 700 N Pearl St Ste 2200 Dallas, TX 75201
9741	Wells Fargo Bank NA successor by merger to Wells Fargo Bank Minnesota NA fka Norwest Bank Minnesota NA as Peyton Inge c/o Capmark Finance Inc 700 N Pearl St Ste 2200 Dallas, TX 75201
10034	Wells Fargo Bank NA Successor By Merger To Wells Fargo Bank Minnesota NA fka Norwest Bank Minnesota NA As Peyton Inge c/o Capmark Finance Inc 700 N Pearl St Ste 2200 Dallas, TX 75201
12023	Wells Fargo Bank Northwest NA Krystal Bagshaw VP Wells Fargo Bank Northwest NA 299 S Main St MAC U1228 120 Salt Lake City, UT 84111
12416	Wells Fargo Bank Northwest NA Attn Krystal Bagshaw 299 S Main St 12 th Fl Salt Lake City, UT 84111

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LIQUIDATING TRUST'S FORTY-SECOND OMNIBUS OBJECTION – EXHIBIT A

OBJECTIONS ADJOURNED TO JUNE 6, 2013

Claim Number	Name Address
12004	Wells Fargo Bank Northwest NA Krystal Bagshaw VP Wells Fargo Bank Northwest NA 299 S Main St MAC U1228 120 Salt Lake City, UT 84111
12009	Wells Fargo Bank Northwest NA c o Woods Rogers PLC Attn Richard C Maxwell 10 S Jefferson St Ste 1400 PO Box 14125 24038 Roanoke, VA 24011
12011	Wells Fargo Bank Northwest NA c o Woods Rogers PLC Attn Richard C Maxwell 10 S Jefferson St Ste 1400 PO Box 14125 24038 Roanoke, VA 24011
12012	Wells Fargo Bank Northwest NA Krystal Bagshaw VP Wells Fargo Bank Northwest NA 299 S Main St MAC U1228 120 Salt Lake City, UT 84111
12013	Wells Fargo Bank Northwest NA Krystal Bagshaw VP Wells Fargo Bank Northwest NA 299 S Main St MAC U1228 120 Salt Lake City, UT 84111
12014	Wells Fargo Bank Northwest NA Krystal Bagshaw VP Wells Fargo Bank Northwest NA 299 S Main St MAC U1228 120 Salt Lake City, UT 84111

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Claim Number	Name Address
13079	Wells Fargo Bank Northwest NA c/o Woods Rogers PLC Attn Richard C Maxwell 10 S Jefferson St Ste 1400 PO Box 14125 24038 Roanoke, VA 24011
12096	William A Broscious Esq Attn Kelly Serenko Dir Lease Adm Kamin Realty Company PO Box 10234 Pittsburgh, PA 15232
11526	Woodmont Sherman LP Attn James S Carr Esq Robert L LeHane E Kelley Drye & Warren LLP 101 Park Ave New York, NY 10178
13438	WR I Associates LTD Attn James S Carr Esq Robert L LeHane Esq Kelley Drye & Warren 101 Park Ave New York, NY 10178
9372	WRI Lakeside Marketplace LLC Attn Jenny J Hyun Esq c/o Weingarten Realty Investors 2600 Citadel Plaza Dr Ste 125 Houston, TX 77008